

Cancer Voices Australia

CONSTITUTION
OF
CANCER VOICES AUSTRALIA
(ABN 93 322 703 427)

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STATEMENT OF OBJECTS OF THE ASSOCIATION

Cancer Voices Australia is the national consumer organisation representing Australians affected by cancer. It aims to ensure those people are heard at a national level.

The objects of the Association shall be:

- To promote the fundamental rights of Australians affected by cancer.
- To effect improvements in cancer treatment, care and support by contributing to national cancer policy and program development, management and evaluation.
- To promote the value and benefits of consumer participation in the development of national cancer policy and programs.
- To provide a forum for member organisations to network and contribute to national activities.

STATEMENT OF COMPLIANCE

The Rules of Cancer Voices Australia Incorporated herein are in accordance with Section 11 and contain those matters specified in Schedule 1, of the New South Wales Association's Incorporation Act, 1984.

John Stubbs – Executive Officer

**RULES OF ASSOCIATION OF CANCER VOICES AUSTRALIA (CVA) INCORPORATED
PURSUANT TO SECTION 11 OF THE ASSOCIATIONS' INCORPORATION ACT 1984
(NSW)**

1. INTERPRETATION

(a) In these Rules:

“Act” - means the *Associations Incorporation Act 1984*.

“Association” – means Cancer Voices Australia formed pursuant to these Rules.

“Board” – means the Board as constituted from time to time pursuant to Rule 12 of these Rules.

“Seal” – means the Common Seal of the Association and includes any official seal of the Association.

“Secretary” - means any person appointed to perform the duties of a Secretary of the Association. If no such person holds that office – the public officer of the Association

“CVA: - means Cancer Voices Australia

These Rules adopt the definitions of the Act for the words and phrases appearing herein which are defined in the Act.

A reference to one gender shall include the other genders; words importing the singular shall include the plural.

2. MEMBERSHIP

There shall be two categories of members as follows:

- Member Associations

There shall be up to eight (8) Member Associations comprising Cancer Voices Associations from each State or Territory Cancer Voices, or in the absence of such a body, a cancer consumer organisation acceptable to the committee of CVA. To be accepted as a State Cancer Voices organisation, an organisation shall have objectives similar to those of CVA and be an incorporated organisation or able to provide evidence of being an organisation, such as membership lists and Minutes of Proceedings

- Associate Members

Individual cancer patients and carers; consumer organisations, cancer support groups, ; individual health professionals; foundations and specific cancer groups (e.g. blood, breast prostate etc) are eligible to be Associate Members.

Although not entitled to vote, Associate members shall be able to contribute to joint policy statements with CVA and its Member Associations.

It is expected that Associate Members support the Objectives of CVA.

All nominations for membership shall be approved by the Board of CVA.

3. NOMINATION FOR MEMBERSHIP

Each State and Territory Member Association, or a cancer association accepted by the CVA Board under Rule 2, will nominate a single delegate to vote on its behalf at CVA General Meetings. Such a nomination should include the written consent of the nominee and the support of the Executive of the relevant State or Territory cancer association/organisation,

4. REFERENCE GROUPS

There shall be Reference Groups comprising, medical, scientific and professionals from specific groups (e.g. Cancer Council Australia; Clinical Oncological Society Australia; Medical Oncological Group Australia; Clinical Trials Groups etc), as needed, to advise on specific issues.

5. RIGHTS OF MEMBER DELEGATES

- a) Delegates shall be entitled to receive communications from the Association;
- b) Delegates shall be entitled to call General Meetings in accordance with S15
- c) Delegates shall be eligible to vote at General Meetings of the Association,
- d) Delegates shall be members of the Board and able to vote at Board meetings as under section 10..

6. REGISTER OF MEMBERS

- a) The Association shall maintain a Register of Members;
- b) Members shall immediately notify the Secretary in writing of any change in name or address and the Secretary shall enter such change in the Register.

7. MEMBERSHIP FEES

There will be no membership fees.

8. MEMBERS' LIABILITIES

The Members of the Association shall not be liable to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding-up of the Association.

9. DISCIPLINING OF MEMBERS

- a) The Board may, as it sees fit, and from time to time, make rules in relation to the conduct of members of the Association.
- b) If, in the opinion of the Board, any member does not act in accordance with the Rules of the Association or otherwise does not act in accordance with the Standards of the Association as determined by the Board then the Board may, by

unanimous resolution, revoke or suspend that member's membership or may impose restrictions or limit the rights of that member's membership.

- c) Any member aggrieved by a decision of the Board or whose interests have been affected by a decision of the Board pursuant to this Rule shall have the right to reapply for membership or reinstatement of their rights or removal of any restrictions as the case may be by written application to the Board no earlier than two (2) months after the cancellation, suspension, imposition of restrictions or removal of rights, as the case may be.

10. BOARD

- a) The Board of the Association shall consist of no more than 10 members.
- b) Each Member Association shall appoint one person to be a member of the Board of the Association for a term of two years after which the term of the that appointee may be extended or a new person may be appointed. The Board will only elect five (5) new members at any one time.
- c) If a Member Association is unable or unwilling to appoint a person to be a member of the Board, the Board may co-opt a member in their place
- d) The Board so appointed shall elect a Chair who may be a Member of the Board appointed by a member association, or a person co-opted from a Member Association, or a co-opted Associate Member. A person appointed by a Member association may be elected to the position of Chair and member association shall be invited to appoint a replacement Board member.
- e) The Board may appoint a Deputy Chair, Secretary, and Treasurer. These positions may be filled from Board members.
- f) The Board may co-opt up to two (2) Board Members who shall be a member of a Member Association or an Associate Member of CVA
- g) The office of a member of the Board shall become vacant upon the happening of any one of the following events, that is to say when a Board member:-
 - i) Dies;
 - ii) Resigns from office by Notice in Writing addressed to the Secretary;
 - iii) Is removed from office pursuant to a Special Resolution of the Board Members;
 - iv) Becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his creditors or makes an assignment of his remuneration for their benefit;
 - v) Becomes a protected person or an incapable person within the meaning of the Mental Health Act 1958.

In the event of a vacancy occurring on the Board, the Member Association from which the vacancy occurs shall be invited to appoint a replacement.

- h) The Quorum of the Board shall be such number as is determined by the Board and unless so determined is five (5).
 - i) The Board may meet in person or electronically as considered necessary but, at least twice a year.

- ii) Subject to the Act and to any other provision of these Rules the Board shall manage the business of the Association.
- iii) The Board may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- iv) Two (2) Board members may at any time direct the Chair to convene a meeting of the Board within 30 days.
- v) Subject to these Rules, questions arising at a Board Meeting shall be decided by a majority of votes of committee members present and voting and any such decision shall for all purposes be deemed a
- vi) In the case of equal votes, the Chair of the Board, in addition to his/her deliberative vote shall have a casting vote.

10. 11 PUBLIC OFFICER

The Association shall appoint a Public Officer.

12. VACANCY IN OFFICE OF PUBLIC OFFICER

- (1) Where at any time there is a vacancy in the office of public officer of an incorporated association, the committee of the association shall, within 14 days after the vacancy arises:
 - (a) give notice of the occurrence of the vacancy to the Director-General in an approved form, and
 - (b) appoint a person to fill the vacancy.

13. CASUAL VACANCY IN OFFICE OF PUBLIC OFFICER

- (1) The association may remove the association's public officer from that office.
- (2) The public officer of the association shall be deemed to have vacated the office if the public officer:
 - (a) dies;
 - (b) resigns the office;
 - (c) removed from office;
 - (d) becomes bankrupt;
 - (e) becomes a temporary patient, a continued treatment patient, a protected person or an incapable person within the meaning of the Mental Health Act 1958 or a person under detention under Part 7 of that Act; or
 - (f) ceases to be a resident in the State.

14. ADDRESS OF PUBLIC OFFICER

- (1) The public officer of the association shall, within 14 days after becoming public officer, give notice to the Director-General in an approved form, accompanied by the prescribed fee, of the fact and of his or her full name and address in the State.

- (2) Where the public officer changes his or her address in the State, the public officer shall, within 14 days after the change, give notice of the change in an approved form, accompanied by the prescribed fee.

15. GENERAL MEETINGS - CALLING OF

- (1) The Chair or any two (2) Board members may, upon receipt of a written request from two Member delegates, shall convene a General Meeting. - this is not what we agreed. "The chair may call a meeting, any two Board members may call a meeting, or any two member associations, by writing to the Board, may request a meeting which the Chair shall call."
- (2) A notice of a General Meeting shall specify the place, the day and the hour of the meeting, and, shall state the general nature of the business to be transacted at the meeting.

16. GENERAL MEETINGS - PROCEDURE

- a) Quorum:
- i) No business shall be transacted at any General Meeting unless a quorum of member delegates is present at the time when the meeting proceeds to business.
 - ii) For the purpose of determining whether a quorum is present, a person attending as a proxy shall be deemed to be a Member Delegate.
 - iii) A quorum of members is, unless otherwise determined, 4 Member Delegates.
- b) If a quorum is not present within half an hour from the time appointed for the meeting:
- i) Where the meeting was convened upon the requisition of members - meeting shall be dissolved; or
 - ii) In any other case:
 - The meeting stands adjourned to such day and at such time and place as the Board members determine or if no determination is made by the Board members to the same day in the next week at the same time and place and,
 - If at the adjourned meeting a quorum is not present within half and hour from the time appointed for the meeting, the meeting shall be dissolved.
- c)
- i) If the Board members have elected one of their numbers as Chair of their meetings, he shall preside as chair at every General Meeting.
 - ii) Where a General Meeting is held and a Chair has not been elected as provided by Sub-Rule (c) (i) or the Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be Chair of the meeting.
- d)

- i) The Chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - ii) When a meeting is adjourned for thirty (30) days or more notice of the adjourned meeting shall be given as in the case of an original meeting;
 - iii) Except as provided by Sub-Rule (d) (ii) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting shall be given as in the case of an original meeting.
- e)
- iv) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded either before or on the declaration of the result of the show of hands
 - A. By the Chair,
 - B. By at least 4 members present in person or by proxy,
 - C. By a member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
 - v) Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution;
- f)
- vi) If a poll is duly demanded, it shall be taken in such manner and (subject to Sub-Rule (ii)) either at once or after an interval or adjournment of otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded;
 - vii) A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith;
 - viii) The demand for a poll may be withdrawn only by the person or all of the persons who demanded the poll as the case may be.
- g) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting at which the show of hands take place or at which the poll is demanded, in addition to his deliberative votes, has a casting vote.
- h) Subject to any rights or restrictions for the time being attached to any category of membership:-
- ix) At meetings of members or categories of members each member entitled to vote may vote in person or by proxy; and

x) On a show of hands every person present who is a member or a representative of a member has one vote, and on a poll every person present in person or by proxy has one vote.

i)

- i) An objection may be raised to qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered;
- ii) Any such objection shall be referred to the Chair of the meeting, whose decision in relation to whether a vote should count is final;
- iii) A vote not disallowed pursuant to such an objection is valid for all purposes;

j)

- i) An instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing;
- ii) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
- iii) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll;
- iv) An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:-

Cancer Voices Australia

I/We, of being a member of Cancer Voices Australia, hereby appoint,

in his/her absence as my proxy to vote for me on my behalf at the Annual General/General Meeting of the Association to be held on the day of and at any adjournment of that meeting.

This form is to be used in favour of/against the resolution.

Signed:.....

This day of 20 .

k) An instrument appointing a proxy shall not be treated as valid unless the instrument and the Power of Attorney or other authority (if any) under which the instrument is signed or a notarially less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, at the principal place of administration of the Association or at such other place as is specified for that purpose in the Notice convening the meeting.

l) A vote given in accordance with the terms of an instrument of proxy or of a Power of Attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the Authority under which the instrument (or of the Authority under which the instrument was executed) or of the power, in respect of which the instrument or unsoundness of mind, or

revocation has been received by _____ the Association at the principal place of administration before the commencement of the meeting or adjourned meeting at which the instrument is used or the Power is exercised.

17. GENERAL MEETING - NOTICES

- a)
 - i) A notice may be given by the Association to any member either by serving it on him personally or by sending it by post to him at his address as shown in the Register of Members;
 - ii) Where a Notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected, in the case of a Notice of a Meeting, on the day after the date of its posting and, in any other case at which the letter would be delivered in the ordinary course of post;
 - iii) A Notice of a Meeting shall be served at least six (6) weeks prior to the day scheduled for the Meeting.
- b) Notice of every General Meeting shall be given in the manner authorised by this Rule to:
 - iv) Every Member,

18. ANNUAL GENERAL MEETING

- (1) Subject to subsection (2), the association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under this Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) The Director-General may, on application (accompanied by the prescribed fee) being made by the public officer of the association subject to such conditions as the Director-General thinks fit:
 - (a) extend the period of 6 months referred to in subsection (7) or the period of 18 months referred to in subsection (8), or
 - (b) permit an annual general meeting to be held in a calendar year other than the calendar year in which it would otherwise be required by subsection (1) to be held.
- (4) The association is not in default in holding an annual general meeting under subsection (1) or (2) if, pursuant to an extension or permission under subsection (2), an annual general meeting is not held within the period or in the calendar year in which it would otherwise be required by subsection (1) or (2),

19. FUNDS SOURCE

The funds of the Association are to be derived from gifts, bequests or grants received and from any income earned by the Association from investment of such monies.

20. FUNDS MANAGEMENT

- a) The Treasurer under the control of the Board shall manage the funds of the Association.
- b) Any cheque drawn on behalf of the association shall be signed by any two of the following signatories: the Chair, the Treasurer or the Executive Officer.
- c) The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to member organisations of the Association

PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers of any services actually rendered to the Association nor for goods supplied in the ordinary and usual way of business.

21. ALTERATIONS OF OBJECTS

The objects of the Association may be altered by special resolution of the members.

22. RULES

The Rules of the Association may be altered, rescinded or added to by Special Resolution of the members in general meeting provided that the resolution is proposed and seconded by a member.

23. COMMON SEAL

- a) The Committee shall provide for the safe custody of a seal.
- b) The seal shall be used only by the Authority of the Board and every document to which the seal is affixed shall be signed by the Chair and be countersigned by the Secretary or another committee member appointed by the committee to countersign that document or a class of document in which that document is included.

24. CUSTODY OF BOOKS

The Board shall provide for the safe custody of the books, documents and securities of the Association.

25. INSPECTION OF BOOKS

The Board shall determine whether and to what extent, and at what time and place and under what conditions, the accounting records and other documents of the Association or any of them will be open to the inspection of members other than Boardmembers and a member other than a Board member does not have the right to inspect any document of the Association except as provided by law or authorised by the Board members or by the Association in General Meeting.

26. FINANCE

The accounts of the Association shall be managed and kept by the Treasurer who shall produce a Statement of Income and Expenditure to be presented twice yearly before a meeting of the Board

27. WINDING UP

- a) In the event that the Association is wound up, the Commissioner must approve any distribution of surplus property of the association, after payment of debts and liabilities which includes money, before it is dispersed. The money and/or assets must be distributed to other non-profit organisations with similar objectives and rules that prohibit the distribution of funds to members. The surplus property cannot be distributed to members of the association.
- b) If any surplus assets including property were provided by a government department or public authority (i.e. grant funding), then the remaining portion must be returned to that agency.
- c) Once approved by the Commissioner, the surplus property is to be distributed in accordance with the special resolution passed by the members of the incorporated association.

ENDS